

**THE COMPANIES ACT 2014  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF  
THE PUBLIC RELATIONS INSTITUTE OF IRELAND**

1. The name of the Company is Public Relations Institute of Ireland Limited (hereinafter called "the Institute"). The Institute is a company limited by guarantee registered under Part 18 of the Companies Act 2014.

2. The objects of the Institute are:

- a) To promote a full appreciation within Ireland of the practice and principles of Public Relations and to promote these principles through the establishment, recognition and maintenance of standards of professional practice within the profession.

In support of the above main object clause the Institute may also do the following:

- b) Maintain and promote the establishment of non-profit making training, research and educational facilities for practitioners in the public relations profession.
- c) Employ teachers, consultants, lecturers, researchers and trainers to provide courses, lectures and training in accordance with the principles, standards, and curricula established by the Institute.
- d) To devise appropriate criteria for the training of public relations practitioners and to promote by all available means the establishment and maintenance of high disciplinary standards of competence and qualification within the public relations profession.
- e) Provide as appropriate school/schools, lecture, class or examination room or rooms, office or offices, board, lodging and all other necessities and conveniences for the purposes of promoting and effecting the above objects.
- f) Apply for recognition and certification of courses and training provided by the Institute in association or liaison with other educational bodies wherever same may be deemed appropriate for purposes of promoting and effecting the above objects.

- g) To liaise or organise joint ventures with any organisation within or outside the jurisdiction of the State as is deemed appropriate by the Institute for the purpose of promoting the within objects.
- h) For the purposes including maintaining standards within the profession, consider and look into complaints or issues of concern which come to the attention of the Institute in relation to the professional conduct of any member of any category of membership of the Institute, and impose such sanction(s) as may be appropriate.
- i) For the purposes of promoting the objects of the Institute to carry on the business of publishers, printers, booksellers, stationers, manufacturers and vendors of all kinds of teaching apparatus and equipment, scholastic consultants and agents, proprietors of information bureaux on scholastic and allied subjects, advertisers and advertising agents.
- j) To receive and apply donations and subscriptions and to raise money for the objects of the Institute and for that purpose to organise or join the organisation of any fundraising activities deemed appropriate by the Institute.
- k) To acquire whether on lease or by purchase for any estate interest or tenure whether in fee simple or for a freehold or leasehold or other tenancy, estates, houses or portions of houses, buildings, lands or other hereditaments and to build, restore, alter, enlarge, repair, decorate, maintain, furnish and endow, colleges, school houses, houses of residence (to include accommodation for students, trainees, staff or employees) and other buildings and grounds necessary for the promotion of the objects of the Institute.
- l) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects.
- m) To undertake and execute any trusts which may lawfully be undertaken by the Institute and be conducive to the furtherance of its objects.
- n) To borrow or raise money in such manner as the Institute shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayments of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Institute's property or assets whether present or future and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Institute or any obligation or liability it may undertake provided that no mortgagee or other person advancing money to the Institute concerned to enquire into the necessity or priority or of raising money or as to the amount required or the application thereof.

- o) To acquire real and personal property of any nature to be held and applied for all or any of the purposes referred to within the Memorandum.
- p) To improve work, manage, cultivate, develop, exchange, lend, let or lease or otherwise mortgage, charge, sell, dispose of, turn to account or grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Institute.
- q) To apply the whole or any part of the property real and personal vested in the Institute whether capital or income (i) in or towards payment of the expenses of the Institute, or (ii) for or towards all or any of the purposes aforesaid.
- r) To invest any moneys requiring investment in any manner which may be thought fit and whether trustee investments or otherwise or in the purchase of freehold or leasehold properties with power from time to time to vary such investments.
- s) To accept, receive, hold and dispose of as the Institute shall deem fit any money or real or personal property which may at any time be given or transferred to the Institute for the purpose aforesaid.
- t) To procure the registration or incorporation of the Institute in or under the laws of any place outside the Republic of Ireland.
- u) To do all such things as are incidental or conducive to the attainment of the above objects or any of them including the adoption of any professional code of conduct devised or otherwise deemed appropriate by the Membership of the Institute in general meeting.
- v) To pursue the objectives and carry out the activities pursued and carried out prior to the date of initial incorporation of the Institute by the incorporated body known as "The Public Relations Institute of Ireland" and insofar as is consistent with the provisions of the within Memorandum and accompanying Articles of Association to assume all duties, functions, assets and liabilities of the said unincorporated body from the date of initial incorporation onwards.
- w) To do all such things as may be conducive to the furtherance of the within objects provided that the Institute shall not support with its funds any object nor endeavour to impose on, or procure to be observed by its members or others any regulation or restriction which, if an object of the Institute would render it a trade union.

3. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institute.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board of Directors, National Council or Executive Committee of the Institute by whatever title called shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the Institute to any member of the said Board of Directors, National Council or Executive Committee except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Directors, National Council or Executive Committee may be a member and in which such members shall not hold more than 100<sup>th</sup> part of the capital and such member shall not be bound to account for any share of the profits s/he may receive in respect of any such payment nor to any payment of fees due in respect of any services provided by any such person to the Institute by way of specific contract for services approved in advance by the Board of Directors.

4. Annual audited accounts shall be kept and maintained at the registered office of the Institute or other such offices as the Directors may appoint.

5. If, after the satisfaction of all the debts and liabilities of the Institute on its winding up or dissolution, any property of the Institute is undisposed of, it shall not be given to or distributed amongst its members but shall be given to a body of persons (within the meaning of the Income Tax Acts) selected by the members of the Institute at or before the time of the winding up or dissolution aforesaid the objects of which, or each of which, are similar to the objects of the Institute, and the Constitution or other governing rules which or of each of which contains or contain provisions prohibiting (to an extent at least as great as the extent of the prohibitions referred to in relation to the Institute at clause 3 of the within Memorandum) and if and so far as effect cannot be given to such provisions, then to some charitable object.

6. The liability of members is limited.

7. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of its being wound up while s/he is a member or within one year after s/he ceases to be a member for payment of the debts and liabilities of the Institute contracted before s/he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such an amount as may be required not exceeding €2.

## **THE COMPANIES ACTS 2014**

### **A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL**

#### **ARTICLES OF ASSOCIATION OF THE PUBLIC RELATIONS INSTITUTE OF IRELAND**

1. In these Articles:

“the Act” means the Companies Act 2014.

“the Institute” means the Company.

“the Council Members” means the members for the time being of the Board of Directors of the Institute (thereinafter called “the National Council”) and shall include any person occupying the position of Council Member by whatever name called.

“the secretary” means any person appointed to perform the duties of the secretary of the Institute.

“the Seal” means the registered office for the time being of the Institute.

“electronic communications technology”, in relation to a general meeting of a company, means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees as a whole with a reasonable opportunity to participate in the meeting using such technology from a remote location.

“electronic platform”, in relation to a general meeting of a company, means an electronic system for the delivery of audio-visual or audio communication, including websites, access software and access telephone details or any other electronic technology that delivers such communication.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic screening and any other modes of representing or reproducing words in visible form.

Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Institute.

#### **MEMBERS**

2. The number of members with which the Company proposes to be registered is seven, but the National Council may from time to time register an increase in members.

3. The subscribers to the Memorandum of Association and such other persons as the National Council shall admit to membership shall be members of the Institute.

4. There shall be 7 classes of Membership of the Institute, viz: Full Member; Fellow; Life Fellow, Honorary Member; Affiliate Member; Student Member and Associate Member.

**(a) Full Membership**

These members shall be referred to as "Members". Persons eligible for consideration for admission to this category of membership shall meet criteria to be established by the National Council. Members shall have full voting rights in general meetings of the Institute. Only members shall be entitled to use the designation "Member Public Relations Institute of Ireland" and/or the abbreviation "MPRII" and/or Irish equivalent of the same.

**(b) Fellows**

These members shall be referred to as "Fellows". Persons eligible for consideration for admission to this category of membership shall have been a Full Member of the Institute in good standing for a period of not less than 10 years, shall hold a senior position within the profession (as determined by National Council) and deemed to have made a significant contribution to the development of the Institute and the profession. Fellows will be elected by a majority vote of the National Council present and voting and, upon election, may use the designation FPRII and/or the Irish equivalent of same. Fellows shall have voting rights at general meetings and shall be liable to payment of an annual membership subscription.

**(c) Life Fellows**

These members shall be referred to as "Life Fellows" and shall be elected to Life Fellowship of the Institute by the Institute in general meeting in recognition of his or her outstanding service to the Institute and the profession. Nominations for Life Fellowship must have the majority endorsement of the National Council and must be elected by a two-thirds majority of those attending the annual general meeting of the Institute. No more than two Life Fellows may be elected at any one annual general meeting. Life Fellows shall have voting rights at general meetings of the Institute. Life Fellows shall be entitled to use the designation "Life Fellow of the Public Relations Institute of Ireland" and/or the abbreviation "FPRII(Life) and/or the Irish equivalent of same. Life Fellows shall not be liable to payment of an annual membership subscription. Existing Fellows shall be re-designated Life Fellows upon adoption by the members voting at general meeting of the grade of Life Fellow.

**(d) Honorary Life Membership**

These members shall be referred to as "Honorary Members" and shall be elected to Honorary Membership of the Institute by the majority decision of the National Council. Candidates for Honorary Membership need not be members of any other class of membership of the Institute and shall be elected for life unless Honorary Membership is removed from them by unanimous decision of the National Council. Honorary Members who have held membership of any class prior to their election to Honorary Membership shall continue to enjoy the voting rights attaching to that

class of membership for so long as they shall be Honorary Members and shall not be liable to payment of annual subscriptions in respect of any membership class.

**(e) Affiliate Membership**

These members shall be referred to as "Affiliate Members". The persons eligible for consideration for admission to this category of membership shall meet criteria to be established by the National Council. Affiliate Members shall not have a vote in the general meetings of the Institute and shall be entitled to use the designation "Affiliate Member of the Public Relations Institute of Ireland" and/or the Irish equivalent of same.

**(f) Student Membership**

These members shall be referred to as "Student Members". The persons eligible for consideration for admission to this category of membership shall be persons whose prospective qualifications conform to the standards laid down by the National Council and who are European Union citizens or who ordinarily reside or undertake their studies in the Republic of Ireland. Student Members shall not have a vote in the general meetings of the Institute and shall be entitled to use the description "Student Member of the Public Relations Institute of Ireland" and/or the Irish equivalent of same.

**(g) Associate Membership**

These members shall be referred to as "Associate Members". The persons eligible for consideration to admission to this category of membership shall be persons who are not engaged in the full time practice of Public Relations but who, in the opinion of the majority of the National Council, have a bona fide interest in the Public Relations profession and in the Institute. No voting of any kind shall attach to Associate membership. Associate Members shall be entitled to use the designation "Associate Member of the Public Relations Institute of Ireland" and/or the Irish equivalent of same.

5. Every member shall be required to sign a consent to entry on the Register of Membership of the Institute on being admitted to any category of membership, and to renew his/her membership on an annual renewal date to be nominated by the National Council by payment of a membership fee in an amount to be determined in respect of their particular category of membership from time to time by the National Council.

6. No member in arrears with their membership subscription for a period of more than three months shall be entitled to exercise the voting rights attaching to their category of membership or to address a general meeting of the Institute. Such members may be granted the right to vote and address a general meeting of the Institute at the discretion of the National Council and on payment of arrears of subscription due. The membership of any member in arrears with their membership subscription for a period in excess of three months shall be deemed to have lapsed but such former member shall nevertheless remain liable

to the Institute for all sums due to it. A former member may be reinstated at the discretion of the National Council on payment of any outstanding sums.

7. Every member shall further to the best of their ability the objects, interests and influence of the Institute and shall observe all the regulations and Codes of Practice made by the Institute or National Council pursuant to Article 45 of these Articles.

8. A member shall cease to be a member of the Institute in any of the following circumstances:

- a) One month's notice in writing of resignation from membership given to the Secretary.
- b) Any of the relevant circumstances set out in Article 6 hereof.
- c) is subject of a decision by the National Council on foot of a recommendation by the Professional Disciplinary Review Board of the Institute that the member is responsible for an irreconcilable breach of Article 7 hereof.

9. Any member of any category of membership of the Institute may be excluded from the Institute by resolution of a majority of at least three-fourths of the Members of the National Council present and voting at a meeting of the National Council. Such member shall be given 7 clear days' notice in writing of the meeting including a summary of the grounds of the proposed exclusion and that member shall be entitled to attend the said meeting of the National Council and to make submissions in relation to her/his proposed exclusion but shall not be present at the voting.

10. The National Council is granted the authority to put in place an appropriate general incentive structure to facilitate a benefit for any firm, organisation or corporate body deemed eligible (hereinafter called "the subscribing organisation") which pays an annual subscription for multiple members of its staff, provided all subscriptions of membership fees are paid to the Institute in one lump sum by the subscribing organisation within forty days of the date set by the Institute for renewal of membership.

## **GENERAL MEETINGS**

11. All general meetings of the Institute shall be held in the State.

11.1 In addition to meetings in physical venues, should the need arise in the opinion of the directors of the company, the company may decide to conduct the meeting wholly or partly by the use of electronic communications technology provided that attendees have a reasonable opportunity to participate in the meeting as detailed below:

- (a) The company may provide for participation in a general meeting by providing or facilitating, for that purpose, the use of electronic communications technology, including a mechanism for casting votes by a member.
- (b) The mechanism referred to in paragraph (a) shall not require the member to be physically present at the general meeting or require the member to appoint a proxy who is to be physically present at the meeting.



(c) The use of electronic communications technology may be made subject only to such requirements or restrictions put in place by the company as are necessary to ensure the identification of attendees and the security of the electronic communications technology, to the extent that such requirements or restrictions are proportionate to the achievement of those objectives.

(d) The company shall inform attendees, before the general meeting concerned, of any requirements or restrictions which it has put in place pursuant to paragraph (c).

(e) In providing for the use of electronic communications technology for participation in a general meeting by an attendee the company shall ensure, as far as practicable, that such technology

(i) provides for the security of any electronic communications by the attendee,

(ii) minimises the risk of data corruption and unauthorised access, and

(iii) provides certainty as to the source of the electronic communications,

(f) In the case of any failure or disruption of such technology, that failure or disruption is remedied as soon as practicable, and such technology enables the attendee to

(i) hear what is said by the chairperson of the meeting and any person introduced by the chairperson, and

(ii) speak and submit questions and comments during the meeting to the chairperson to the extent that the attendee is entitled to do so under the Memorandum and Articles of the company.

(g) Any temporary failure or disruption of electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.

(h) Unless such failure or disruption is attributable to any wilful act of the company, a company shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee's participation, by way of such technology, in the meeting.

12. (a) Subject to paragraph 12 (b) hereunder the Institute shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Institute and that of the next.

(b) So long as the Institute holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 11, the annual general meeting shall be held at such time and at such place, as the National Council shall appoint.

13. All general meetings other than annual general meetings shall be called extraordinary general meetings.

14. The National Council Members may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 1203 of the Act. If at any time there are not

within the State sufficient Council Members capable of acting to form a quorum, any 4 National Council Members or any 10 Members with voting rights may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by Council Members.

## **NOTICE OF GENERAL MEETINGS**

15. Subject to sections 181 and 193 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Institute (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing (by hand, post and electronic mail) at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of the Institute, entitled to receive such notices from the Institute.

16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **17. Supplementary Requirements for Notification of Website Communications**

a) A Communication served by hand, by post or by email that a Communication is on a website must state:

i) the fact of the publication of the notice on the website;

ii) the address of that website;

iii) where necessary, the place on that website where the notice of general meeting may be accessed and how it may be accessed;

iv) in the case of a general meeting:

(A) that it concerns a notice of a meeting served in accordance with the Articles;

(B) the place, date and time of the meeting;

(C) whether the meeting is to be an Annual General Meeting or Extraordinary General Meeting; and

(D) the business to be conducted at the meeting.

b) Any Communication on a website:

i) being either a notice of general meeting or a document to be considered at that meeting (including accounts at an Annual General Meeting) must be displayed on the website for a period commencing on the date of notice of that general meeting until its conclusion;

ii) in any other case must be displayed on the website for a period of at least one month.

c) This Article shall be considered complied with and, in the case of a meeting, nothing in paragraphs (a) or (b) shall invalidate the proceedings at a meeting where:

i) any notice of general meeting is published for a part but not all of the period mentioned in paragraph (b)(i); and

ii) the failure to publish that notice throughout the period is attributable to circumstances which it would not be reasonable to have expected the Institute to prevent or avoid, such as system, telecommunications or power outages.

18. In the case of a meeting to be held wholly or partly using electronic communications technology the company shall inform attendees

(i) the electronic platform to be used for the meeting,

(ii) details for access to the electronic platform,

(iii) the time and manner by which an attendee must confirm his or her intention to attend the meeting,

(iv) any requirements or restrictions which the company has put in place to identify attendees who intend to attend the meeting,

(v) the procedure for attendees to communicate questions and comments during the meeting, and

(vi) the procedure to be adopted for voting on resolutions proposed to be passed at the meeting.

## **PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

19. All business shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the National Council and auditors, the election of Council Members in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.

20. No business shall be transacted at any general meeting unless a quorum of members entitled to vote is present at the time when the meeting proceeds to business; save as herein otherwise provided; ten members entitled to vote all present in person shall be a quorum.

21. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of any members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the National Council may determine, and if at the adjourned

meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present and entitled to vote shall be a quorum.

22. The President or in his/her absence the Vice President for the time being of the National Council shall preside as Chairperson at every general meeting of the Institute, or if neither of them is present within 15 minutes after the time appointed for the holding of the meeting or if neither of them is willing to act, the Council Members present shall elect one of their number to be Chairperson of the meeting.

23. If at any meeting no Council member is willing to act as Chairperson or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairperson of the meeting.

24. The Chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. The business of any general meeting shall be to consider those resolutions placed before the membership in writing 21 days or more before the meeting. Those resolutions shall each be decided on a show of hands of those present and eligible to vote unless a poll is (before, or on the declaration of the result of, the show of hands) demanded-

(a) by the Chairperson; or (b) by at least three Council Members with voting rights present in person; or (c) by at least three Members with voting rights present in person and representing not less than one-tenth of the total voting rights of all the members present in person having the right to vote at the meeting. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Institute shall be conclusive evidence of fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for of a poll may be withdrawn.

26. Except as provided in Article 27, if a poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded.

27. Where there is an equality of votes, whether on a show of hands or on a poll, the decision of the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be deemed to be the decision of the meeting at which poll was demanded.

28. A poll demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any

business other than that upon which a poll has been demanded may be proceeded with pending the taking the poll.

29. Subject to section 193 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at the general meeting of the Institute duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

## **VOTES OF MEMBERS**

30. Every member entitled to vote shall have one vote.

31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

32. Votes may be given either (a) personally or by proxy; or (b) by an alternative means as determined by National Council, at an annual general meeting or an extraordinary general meeting.

33.

(a) The instrument appointing a proxy shall be in writing under the hand of the appointer or her/his attorney duly authorised in writing, and each such instrument shall be given on a duly authorised form of proxy as specified in Article 33 (b) below. A proxy must be a member entitled to vote of the Institute and signed scanned and emailed proxies shall be accepted as valid instruments of proxy, as will those signed and delivered in hardcopy by post or other form of delivery.

(b) The Institute shall make available to members entitled to vote prior to any general meeting at which a vote may be taken authorised instruments of proxy. A separate instrument in the authorised format in respect of each proxy held must be used.

34. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the State, or by such electronic communications technology, as is specified by the National Council for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in default the instrument of proxy shall not be treated as valid.

35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or a finding of unsound mind against the

principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid is received by the Institute at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **OFFICERS AND COUNCIL MEMBERS**

37.

(a) There will be a board of directors known as the National Council. There shall be appointed a maximum number of 10 members to be known as Council Members.

(b) The National Council shall comprise of President, Vice President and ex-officio (in accordance with Article. 37 (e)).

(c) There shall be 5 other Council Members elected from those members entitled to vote, elected in accordance with the provisions of the within articles.

(d) There shall also be 2 other Council Members co-opted at the discretion of the National Council to complement the competencies available to the Council, at least one of whom shall be independent of the practice of public relations and will act as an Independent member of the Council to provide specific expertise and independent oversight to the work of the Council.

(e) The immediate past president shall be elected ex-officio as an ordinary member of the National Council, with a vote, for one year following completion of his/her term of office as President.

(f) An Honorary Secretary and an Honorary Treasurer shall be appointed by the National Council at its first meeting following the Annual General Meeting.

38. The first members of the National Council shall be appointed in writing by a majority of the subscribers to the Memorandum of Association and their number shall be not less than nine and not more than 13 unless otherwise decided by Ordinary Resolution of the Institute in general meeting.

39. Only Full Members, Fellows and Life Fellows of the Institute shall be entitled to be elected as Council Members with the exception of the Independent Council Member as provided in Article 37(d) herein.

40. The members of the Institute entitled to vote in general meeting may from time to time in general meeting elect a President and Vice President and such other officers of the Institute as may from time to time appear necessary or desirable to the Institute in general meeting. All such officers shall hold office for such period as the National Council shall determine and on retirement shall be eligible for re-election, except in the case of the President who shall hold office for a two year term only but who shall be eligible for re-election as President at the end of that two-year term.

41 (a) In the event of the resignation, removal from office, incapacitation or death of the President during his/her term of office, the Vice President will automatically assume the office of President for the remainder of the said presidential term of office.

(b) In the event of the resignation, removal from office, incapacitation or death of the Vice-President during his/her term of office, the President shall request nominations for a replacement from the members of National Council. The National Council, by majority vote, shall elect a replacement to fill the position for the balance of the unexpired term.

(c) In the event that both the position of the President and Vice-President becomes vacant for any reason the National Council, by majority vote, shall elect a replacement from the members of the National Council for each position until the next Annual General Meeting at which elections shall be held for both positions.

(d) If the outgoing President is not re-elected as such or elected to any other office of the National Council s/he shall be returned ex officio as an ordinary Council Member and shall have a vote at National Council Meetings.

### **BORROWING POWERS**

42. The National Council may exercise all the powers of the Institute to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debenture stock and other securities, whether outright or as a security for any debt, liability or obligation of the Institute or of any third party.

### **POWERS AND DUTIES OF NATIONAL COUNCIL**

43. The business of the Institute shall be managed by the National Council, which may pay all expenses incurred in promoting and registering the Institute, and may exercise all such powers of the Institute as are not by the Act or by these articles required to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Institute in general meeting; but no direction given by the Company in general meeting shall invalidate any prior act of the National Council which would have been valid if that direction had not been given.

44. The National Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the National Council, to be the attorney or attorneys of the National Council for such purposes and with such powers, authorities and directions (not exceeding those vested in or exercisable by the National Council under these articles) and for such period and subject to such conditions as they may think fit, and any dealing with any such attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the National Council may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and directions vested in her/him.

45. The National Council may from time to time, make regulations to govern the proceedings of any committees established in accordance with Article 59, including the imposition of any sanction(s). Such regulations may be updated from time to time by the National Council.

46. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Institute, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the National Council shall from time to time by resolution determine.

47. The National Council shall cause minutes to be made in books provided for the purpose of recording –

- i. appointments of officers made by the Directors;
- ii. names of the Council Members present at each meeting of the National Council and of any committee of the National Council;
- iii. all resolutions and proceedings at all meetings of the Institute and of the National Council and of committees of the National Council.

48. The National Council may authorise the repayment by the Institute to Council Members of any reasonable and appropriate hotel, travelling and other out-of-pocket expenses incurred by them in the performance of their duties in connection with the affairs of the Institute and in such event such Council Members shall be repaid such expenses accordingly. No Council Member shall be entitled to any remuneration whatsoever for their services as a Council Member.

#### **DISQUALIFICATION OF COUNCIL MEMBERS**

49. A Council Member's position as Council Member shall be vacated if the Council Member:

(a) without the consent of the Institute in general meeting holds any other office or place of profit under the Institute; or

(b) is directly or indirectly interested in any contract with the Institute and fails to declare the nature of her/his interest in manner required by section 231 of the Act; or

(c) is an undischarged bankrupt as specified in section 132 of the Companies Act 2014

(d) becomes prohibited from being a Council Member by reason of any of the provisions of Part 14 of the above Act (Compliance and Enforcement); or

(e) becomes of unsound mind; or

(f) resigns his/her office by notice in writing to the Institute; or

(g) is convicted of an indictable offence as specified in section 132 of the Companies Act 2014 (which refers to bankruptcy) unless the National Council otherwise determines; or

(h) is removed from membership of the National Council by resolution passed pursuant to section 1198 of the Act.



(i) is removed from membership of the Institute by a decision of National Council as set out in either Article 8 or Article 9 hereof.

### **COMPLAINTS IN RELATION TO MEMBERS**

50. Complaints about members of any category of membership and the imposition of any sanction(s) shall be considered in accordance with such regulations as may be put in place by the National Council. Any such regulations may be updated from time to time by the National Council.

### **COUNCIL MEMBERS DECLARATION OF INTEREST**

51. A Council Member who is in any way directly or indirectly interested in any contract, matter or thing which will or may result in the payment by the Institute to her/him, directly or indirectly of any fees or other benefit in money or money's worth for any services actually rendered or to be rendered or which may be rendered by any person(s) to the Institute shall declare the nature of that interest in accordance with the provisions of section 231 of the Act and shall not vote in respect of any such contract, matter or thing in which s/he is so interested and if s/he shall so vote such vote shall not be counted nor shall such Council Member be counted in the quorum present at the meeting for the purposes of considering such contract, matter or thing.

### **ELECTION OF COUNCIL MEMBERS**

52. (a) At the first annual meeting of the Institute, all Council Members save the President shall retire.

(b) At all subsequent Annual General Meetings of the Institute the one third of Council Members, save the President and Vice President, who have been longest in office since their last election, shall retire from office but, subject to the restrictions set out in Article 53 herein shall be eligible for re-election. Between members of equal seniority those to retire shall (unless otherwise agreed among themselves) be determined by lot.

(c) The President shall hold office for a two-year term after which he/she shall be eligible for re-election as President.

(d) The Vice President shall hold office for a two-year term after which he/she shall be eligible to run for election to the position of President without having to retire by rotation.

(e) A Council member will be elected for a three-year term. No Council Member may serve beyond a three-year term without seeking re-election.

53.(a) No Council Member shall serve more than two consecutive terms or more than six years (whichever is the lesser) on the National Council. He/she shall be obliged to retire at the next AGM and shall not be eligible for election to Council unless he/she has not held the position of Council member for at least three years before re-election.

(b) The restriction herein contained shall not apply to the position of President or Vice President, whereby, by reason of his/her having been elected to the position of President or Vice President result in him/her serving on the National Council for a period in excess of six years provided that on the termination of his/her term of office, or year as ex-officio Member in accordance with Article 37 (e) above, he/she shall be obliged to retire at the next AGM and shall not be eligible for election to Council unless he/she has not held the position of Council Member for at least three years before re-election.

(c) Subject to the restriction set out at Articles 52 and 53 a Council Member shall serve until due to retire on rotation and shall be eligible for re-election at the end of her/his term of service.

(d) Subject to the provisions of Article 53 the Institute, at the meeting at which a Council Member retires in manner aforesaid, may fill the vacated office by electing a person thereto and in default the retiring Council Member shall, if offering her/himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Council Member has been put to the meeting and lost.

54. No person other than a Council Member retiring at the meeting shall, unless recommended by the National Council, be eligible for election as a Council Member at any general meeting unless, not less than four and not more than 28 days before the date appointed for the meeting, there shall have been given to the Secretary notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of her/his intention to propose such a person for election, and also notice in writing signed by that person of her/his willingness to be elected.

55. The National Council shall be elected at the annual general meeting. Votes shall be counted in a manner prescribed by the National Council.

56. The National Council shall have power at any time, and from time to time, to appoint any person to be a Council Member, either to fill a casual vacancy or as an addition to the existing Council Members, but so that the total number of Council Members shall not at any time exceed the number fixed in accordance with these articles. Any Council Member so appointed shall hold office only until the next general meeting, and shall then, be eligible for election to the National Council. In such eventuality the term or part term served on the National Council by such appointee Council Member shall be counted as one full year of service for the purpose of ascertaining the eligibility of that member to stand for re-election to the National Council.

57. The Institute may by ordinary resolution of which extended notice has been given in accordance with Sections 146 and 1198 of the Act remove any Council Member before the expiration of her/his period of office, notwithstanding anything in these articles or in any agreement between the Institute and such Council Member and may if deemed fit appoint by ordinary resolution another eligible member in place of the removed Council Member and any member so appointed shall remain a Council Member for so long only as the Council Member in whose place they have been appointed would have held that position if not so

removed. In such eventuality the term or part term served on the National Council by such replacement Council Member shall be counted as one full year of service for the purpose of ascertaining the eligibility of that member to stand for re-election to the National Council.

58. The continuing Council Members may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the within as the necessary quorum of the National Council, the continuing Council Member(s) may act for the purpose of increasing the number of Council Members to that number or of summoning a general meeting of the Institute but for no other purpose.

59. The National Council may form committees consisting of such persons as it thinks fit; any committee so formed shall conform to any regulations that may be imposed on it by the National Council.

60. A Committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

61. All acts done by any meeting of the National Council or of a Committee or by any person acting as a Council Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Council Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council Member.

62. A resolution in writing, signed by all the Council Members for the time being entitled to receive notice of a meeting of the National Council, shall be as valid as if it had been passed at a meeting of the National Council duly convened and held.

### **THE CHAIRPERSON**

63. The President of the Institute shall be Chairperson of meetings of the National Council and in the absence of the President, the Vice-President shall so act. If at any meeting, neither the President nor the Vice-President is present within fifteen minutes at the time appointed for the holding of same, the Council Members present may choose one of their number to chair the meeting.

### **PROCEEDINGS OF NATIONAL COUNCIL**

64. The National Council may meet for the despatch of business, adjourn and otherwise regulate their meetings as they see fit. A quorum shall consist of five members of the National Council. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairperson shall have a second or casting vote. A Council Member may, and the Secretary on the requisition of a Council Member shall, at any time summon a

meeting of the National Council. If the National Council so resolves, it shall not be necessary to give notice of a meeting of the National Council to any Council Member who being resident in the State is for the time being absent from the State.

### **HONORARY COMPANY SECRETARY**

65. The Honorary Company Secretary shall, in accordance with the provisions of Article 37 (f) hereof, be appointed at the first meeting of the National Council following the Annual General Meeting.

66. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Council Member and the Honorary Company Secretary shall not be satisfied by its being done by or to the same person acting both as Council Member and as, or in place of the Secretary.

### **THE SEAL**

67. The seal shall be used only by the authority of the National Council or of a Committee authorised by the National Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Council Member and shall be countersigned by the Secretary or by a second Council Member or by some other person appointed by the National Council for the purpose.

### **ACCOUNTS**

68. The National Council shall cause proper books of account to be kept relating to: (a) All sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place; (b) All sales and purchases of goods by the Institute; and the assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

69. The books of account shall be kept at the office or, subject to section 283 of the Act, at such other places as the National Council thinks fit and shall at all reasonable times be open to the inspection of the Council Members.

70. The National Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being Council Members, and no member (not being a Council Member) shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorised by the National Council or by the Institute in general meeting.

71. The Directors shall from time to time in accordance with Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the

Institute such financial statements as are required by those sections to be prepared and laid before the annual general meeting of the Institute.

72. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Institute together with a copy of the National Council's report and auditor's report shall, not less than 21 days before the date of the annual general meeting, be published in full on the Institute's website and written notice thereof sent to every person entitled under the provisions of the Act to receive them.

### **AUDIT**

73. Auditors shall be appointed, and their duties regulated in accordance with Part 6 of the Act.

### **NOTICES**

74. A notice may be given by the Institute, its servants or agents to any member either personally or by sending it by post to her/him to her/his registered address, or if by electronically transmitted mail to an electronic mail address registered with or notified to the Institute by the member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Where a notice is issued/sent by electronic mail the giving, service or delivery thereof shall be deemed to have been effected at the time when the electronically transmitted mail message was issued/sent by the PRII, its servants or agents to the electronic mail address registered with or notified to the Institute.

75. Notice of every general meeting shall be given in any manner herein before authorised to:

- (a) Every member for the time being of the Institute.
- (b) The auditor for the time being of the Institute.

### **PRII/PRCA BENEVOLENT FUND**

76. (a) A Benevolent Fund for the benefit of the existing members of the Institute or of the Public Relations Consultants Association shall be established jointly by the Institute with the organisation known at the date hereof as the Public Relations Consultants Association ("the Association") to assist in alleviating financial hardship or impairment of wellbeing of any current or former member of either the Institute or the Association.

(b) The Directors of the Benevolent Fund will be the current President and Treasurer of the Institute and current Chairperson and Treasurer of the Association together with one other member nominated annually by the managing body of each of those respective Organisations.

(c) The Benevolent Fund will be administered in confidence at the sole discretion of the Trustees who will keep proper books of account of the Fund which will be

available for inspection by the managing bodies of the Institute and the Association.

(d) The National Council shall allocate to the Benevolent Fund not more than two percent of membership subscription income (or such other lesser amount as will be required to fund the Benevolent Fund to its cumulative agreed maximum total funding of €40,000) received annually from all categories of membership of the Institute to the Benevolent Fund for exclusive application by the Trustees towards the objectives of the said fund.

77. Save as provided in article 9 above the quorum necessary for the transaction of the business of the Board of Trustees shall be 5.

### **INDEMNITY**

78. Every Council Member, Auditor of the Institute, Secretary or other officer of the Institute shall be entitled to be indemnified out of the assets of the Institute against all losses or liabilities which s/he may sustain or incur in or about the execution of the duties of her/his office or otherwise in relation thereto, including any liability incurred by that person in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application under sections 233 and 234 of the Act in which relief is granted to her/him by the court and no Council Member or such officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Institute in the execution of her/his duties carried out for or on behalf of the Institute or in relation thereto but this article shall only have effect in so far as its provisions are not avoided by section 235 of the Act.